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SECURITIES AND EXCHANGE COMMISSION

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DIVISION OF TRADING & MARKETS

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**

| OMB APPROVAL  |                   |
|---|-------------------|
| OMB Number:   | 3235-0123         |
| Expires:  | February 28, 2013 |
| Estimated average burden<br>hours per response..... | 12.00             |

| SEC FILE NUMBER |
|-----------------|
| 8- 53609        |

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 01/01/12 AND ENDING 12/31/12  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Peraza Capital and Investment, LLC  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

| OFFICIAL USE ONLY |
|-------------------|
|                   |
| FIRM I.D. NO.     |

111 Second Avenue Northeast, Suite 705

Saint Petersburg (No. and Street)  
Florida (City) (State) 33701 (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Suzy Peraza 727-822-5010  
(Area Code -- Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*  
Brian W. Anson

18425 Burbank Blvd., #606 (Name - if individual, state last, first, middle name)  
Tarzana (Address) (City) (State) California 91356 (Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

| FOR OFFICIAL USE ONLY |
|-----------------------|
|                       |

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

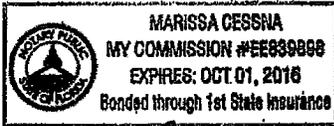
SEC 1410 (06-02)

AB  
3/13

4  
3/13

OATH OR AFFIRMATION

I, Suzy Peraza, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Peraza Capital and Investment, LLC, as of December 31, 2012, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:



Marissa Cessna 12/13/12  
Notary Public

Suzy Peraza  
Signature  
CEO, General Securities Principal  
Title

This report \*\* contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

**BRIAN W. ANSON**

*Certified Public Accountant*

18425 Burbank Blvd., Suite 606, Tarzana, CA 91356 • Tel. (818) 401-8800 • Fax (818) 401-8818

**Report of Independent Registered Public Accountant**

Board of Members

Peraza Capital and Investment, LLC

Saint Petersburg, Florida

I have audited the accompanying statement of financial condition of Peraza Capital and Investment, LLC as of December 31, 2012 and the related statements of income, changes in members' equity, and cash flows for the year then ended that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934, and the related notes to financial statements.

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, I express no such opinion. An audit also included evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Peraza Capital and Investment, LLC as of December 31, 2012 and the results of its operations and cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

My audit was conducted for the purpose of forming an opinion on the financial statements taken as a whole. The information contained on Schedules I-IV is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 under the Securities and Exchange Act of 1934. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information in Schedules I-IV has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In my opinion, the information in Schedules I-IV is fairly stated in all material respects in relation to the financial statements as a whole.

This opinion is intended solely for the information and use of the board of members, the Securities and Exchange Commission, and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.



Brian W. Anson

Certified Public Accountant

Tarzana, California

February 21, 2013

PERAZA CAPITAL AND INVESTMENT, LLC

Statement of Financial Condition  
December 31, 2012

ASSETS

|   |                   |
|---|-------------------|
| Cash  | \$ 380,538        |
| Accounts receivable                                       | 235,976           |
| Securities owned  | 4,283             |
| Fixed assets net of accumulated depreciation of \$ 51,484 | -                 |
| Total assets  | <u>\$ 620,797</u> |

LIABILITIES AND MEMBERS' EQUITY

Liabilities

|                                       |                   |
|---------------------------------------|-------------------|
| Accounts payable                      | \$ 28,287         |
| Commissions payable                   | <u>245,173</u>    |
| Total liabilities                     | <u>273,460</u>    |
| Members' equity                       | <u>347,337</u>    |
| Total liabilities and members' equity | <u>\$ 620,797</u> |

The accompanying notes are an integral part of these financial statements

PERAZA CAPITAL AND INVESTMENT, LLC

Statement of Income  
For the year ended December 31, 2012

REVENUES:

|                   |                  |
|-------------------|------------------|
| Commission income | \$ 3,398,299     |
| Other income      | <u>52,988</u>    |
| Total revenues    | <u>3,451,287</u> |

EXPENSES:

|                   |                  |
|-------------------|------------------|
| Clearing changes  | 86,766           |
| Commissions       | 2,589,747        |
| Insurance         | 65,031           |
| Professional fees | 575,691          |
| Quotation fees    | 247,529          |
| Other expenses    | 259,413          |
| Total expenses    | <u>3,824,177</u> |

NET LOSS

\$ (372,890)

PERAZA CAPITAL AND INVESTMENT, LLC

Statement of Members' Equity  
For the year ended December 31, 2012

|                                   | Members'<br>Equity | Net<br>loss | Total<br>Members'<br>Equity |
|-----------------------------------|--------------------|-------------|-----------------------------|
| Beginning balance January 1, 2012 | \$310,227          |             | \$310,227                   |
| Capital contributions             | 410,000            |             | 410,000                     |
| Net loss                          |                    | (372,890)   | (372,890)                   |
| Ending balance December 31, 2012  | \$720,227          | (\$372,890) | \$ 347,337                  |

The accompanying notes are an integral part of these financial statements

PERAZA CAPITAL AND INVESTMENT, LLC

Statement of Cash Flows  
For the year ended December 31, 2012

CASH FLOWS FROM OPERATING ACTIVITIES:

|   |                 |
|---|-----------------|
| Net loss  | \$ (372,890)    |
| Adjustments to reconcile net loss to net cash used in operating activities: |                 |
| (Increase) decrease in:   |                 |
| Accounts receivable   | 122,211         |
| Other assets  | (1,340)         |
| Increase (decrease) in:   |                 |
| Accounts payable  | (86,823)        |
| Commissions payable   | 238,855         |
| Total adjustments   | <u>272,903</u>  |
| Net cash used in operating activities                                       | <u>(99,987)</u> |

CASH FLOWS FROM FINANCING ACTIVITIES:

|   |                   |
|---|-------------------|
| Capital contributions                     | <u>410,000</u>    |
| Net cash provided by financing activities | <u>410,000</u>    |
| Increase in cash                          | 310,013           |
| Cash at beginning of year                 | 70,525            |
| Cash at end of year                       | <u>\$ 380,538</u> |
| Supplemental cash flow disclosures        |                   |
| Cash paid during the year for:            |                   |
| Income taxes                              | \$ -              |
| Interest                                  | \$ -              |

PERAZA CAPITAL AND INVESTMENT, LLC  
Notes to Financial Statements  
December 31, 2012

Note 1: GENERAL AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

Peraza Capital and Investment, LLC (the "Company") is a broker-dealer registered with the Securities and Exchange Commission (SEC) and is a member of The Financial Industry Regulatory Authority (FINRA). The Company was approved by FINRA to conduct business as a broker-dealer effective May 22, 2002. The Company is wholly owned by SMP Capital Holdings, Inc. ("Parent").

FASB ASC 820 defines fair value, establishes a framework for measuring fair value, and establishes a fair value hierarchy which prioritized the inputs to valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. Valuation techniques that are consistent with the market, income or cost approach, as specified by FASB ASC 820 are used to measure fair value.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities the Company has the ability to access.

Level 2 inputs are inputs (other than quoted prices included within Level 1) that are observable for the asset or liability, either directly or indirectly.

Level 3 are unobservable inputs for the asset or liability and rely on management's own assumptions about the assumptions that market participants would use in pricing the asset or liability. (The unobservable inputs should be developed based on the best information available in the circumstances and may include the Company's own data.)

Summary of significant accounting policies:

Basis of presentation

The financial statements are prepared on the accrual basis of accounting. The Company is engaged in a single line of business as a securities broker-dealer, which comprises several classes of services, including principal transactions, agency transactions and investment advisory.

Securities transactions

Securities transactions in regular-way trades are recorded on the trade date. Profit and loss arising from all securities transactions entered into for the account is recorded on a trade date basis.

Marketable securities are valued at market value, and securities not readily marketable are valued at fair value as determined by management.

PERAZA CAPITAL AND INVESTMENT, LLC  
Notes to Financial Statements  
December 31, 2012

Note 1: GENERAL AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
CONTINUED:

Commissions

Commissions and related clearing expenses are recorded on a trade-date basis.

Income taxes

The accompanying financial statements do not reflect any tax provision, as the Company is a Limited Liability Company.

Statements of cash flows

For purposes of the Statement of Cash Flows, the Company has defined cash equivalents as highly liquid investments, with original maturities of less than ninety days that are not held for sale in the ordinary course of business.

Comprehensive Income:

The Company adopted SFAS No. 130, "Reporting Comprehensive Income," which requires that an enterprise report, by major components and as a single total, the changes in equity. There were no other comprehensive income items for the year ended December 31, 2012.

Note 2: RECEIVABLE FROM AND PAYABLE TO BROKER-DEALERS AND CLEARING  
ORGANIZATIONS:

The Company clears all of its customer transactions through a clearing organization on a fully disclosed basis. Amounts receivable from the clearing organization at December 31, 2012, was \$235,976.

PERAZA CAPITAL AND INVESTMENT, LLC  
Notes to Financial Statements  
December 31, 2012

Note 3: CONCENTRATIONS OF CREDIT RISK:

The Company engages in various trading and brokerage activities in which counterparties primarily include broker-dealers, banks, and other financial institutions. In the event counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the creditworthiness of the counterparty or issuer of the instrument. It is the Company's policy to review, as necessary, the standing of each counterparty.

Note 4: NET CAPITAL REQUIREMENTS:

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (SEC rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined shall not exceed 15 to 1. At December 31, 2012, the Company had net capital of \$347,178, which was \$247,178 in excess of its required net capital of \$100,000. The Company's aggregate indebtedness (\$273,460) to net capital at December 31, 2012 was approximately 0.79 to 1.

PERAZA CAPITAL AND INVESTMENT, LLC

Statement of Net Capital  
 Schedule I  
 For the year ended December 31, 2012

|  | Focus 12/31/2012 | Audit 12/31/2012 | Change |
|--|------------------|------------------|--------|
| Members' equity, December 31, 2012           | \$ 347,337       | \$ 347,337       | \$ -   |
| Subtract - Non allowable assets:             |                  |                  |        |
| Total Capital                                | 347,337          | 347,337          | -      |
| Haircuts:                                    | 159              | 159              | -      |
| NET CAPITAL                                  | 347,178          | 347,178          | -      |
| Minimum net capital                          | 100,000          | 100,000          | -      |
| Excess net capital                           | \$ 247,178       | \$ 247,178       | -      |
| Aggregate indebtedness                       | 273,460          | 273,460          | -      |
| Ratio of aggregate indebtedness to net capit | 0.79             | 0.79             |        |

The were no noted differences between the audit and focus filed for December 31, 2012.

PERAZA CAPITAL AND INVESTMENT, LLC

December 31, 2012

Schedule II

Determination of Reserve Requirements  
Under Rule 15c3-3 of the Securities and Exchange Commission

The Company is exempt from the Reserve Requirements of computation according to the provision of Rule 15c3-3 (k)(2)(i).

Schedule III

Information Relating to Possession or Control  
Requirements Under Rule 15c3-3

The Company is exempt from the Rule 15c3-3 as it relates to Possession and Control requirements under the (k)(2)(i) exemptive provision.

SIPC-7

SECURITIES INVESTOR PROTECTION CORPORATION

P.O. Box 10101, Washington, D.C. 20007-0101

General Assessment Reconciliation

SIPC-7

(31-REV 7/10)

TO BE FILED BY ALL SIPC MEMBERS WITH FISCAL YEAR ENDINGS

Name of Member (add-on, Disaffiliated, Etc.): PERAZA CAPITAL AND INVESTMENT LLC 1515  
purpose of the filing (reconciliation of SEC 6(a) fee)

053609 FINRA DEC  
PERAZA CAPITAL AND INVESTMENT LLC 1515  
111 2ND AVE NE STE 705  
ST PETERSBURG FL 33701-3441

Note: If any of the information shown on the mailing label requires correction, please e-mail any corrections to form@tipc.org and so indicate on the form filed.

Name and telephone number of person to contact respecting this form.

1. A. General Assessment item 2a from page 2

\$ 8,628.72  
4,019.10

B. Less payment made with SIPC-6 then exclude interest

10/12/12  
Date Paid

C. Less prior overpayment applied

4,609.12

D. Assessment balance due or overpayment

E. Interest computed on late payment (see Section 6(e) - 12% per annum)

F. Total assessment due and interest due (sum of C, D, E, and F) - Carried forward

G. PAID WITH THIS FORM  
Check enclosed payable to SIPC  
Total must be same as F above

4,609.12

H. Overpayment carried forward

2. Subsidaries (S) and predecessors (P) included in this filing (give name and 1934 Act registration number)

The SIPC member submitting this form and the person by whom it is executed represent and warrant that all information contained hereon is true, correct and complete

Peraza Capital & Inv. LLC

Dated the 14 day of February 2012

This form and the assessment payment is due 60 days after the end of the fiscal year. Retain the Working Copy of this form for a period of not less than 5 years, the latest 2 years in an easily accessible place.

SIPC REVIEWER

Date: \_\_\_\_\_  
Signature: \_\_\_\_\_  
Title: \_\_\_\_\_  
Forward Copy: \_\_\_\_\_  
Exception: \_\_\_\_\_  
Description of exception: \_\_\_\_\_

**DETERMINATION OF "SIPC NET OPERATING REVENUES"  
AND GENERAL ASSESSMENT**

Amounts for the fiscal period  
beginning 1/1/2012  
and ending 12/31/2012

Item No.

2a Total revenue (FOCUS Line 12 Part A Line 2, Code 4035)

Eliminate cents  
\$ 3,451,286

2b Additions

- 1) This revenue from the sale of any business of such nature except in agricultural and processing or included stock
- 2) Net loss from purchase transactions of securities including options
- 3) Net loss from other purchase transactions of commodities including options
- 4) Interest and dividend expense deducted in determining net gain
- 5) Net loss from management of "open" stock in the "open" account of securities
- 6) Expenses other than advertising and legal fees of the company that are collected in determining net profit on management of "open" stock in the "open" account of securities
- 7) Net loss from securities investment accounts

Total additions

2c Deductions

- 1) Revenues from the distribution of shares of a regular dividend and "short-term" company or LSI investment trust from the sale of shares of such trust from the business of a trustee, trust investment advisory services rendered in the state investment company or the business of a trustee, separate accounts and from transactions in securities and other products
- 2) Revenues from commodity transactions
- 3) Commissions, floor brokerage and clearance paid to other SIPC members in connection with securities transactions
- 4) Reimbursements for postage in connection with any commodity
- 5) Net gain from securities investment accounts
- 6) 100% of commissions and markups earned from transactions in certificates of deposit and U.S. Treasury bills, bankers acceptances or commercial paper that mature in the months or less from issuance date
- 7) Direct expenses of printing advertising and legal fees incurred in connection with other revenue related to the securities business here as defined by Section 15(c) of the Act
- 8) Other revenue not related either directly or indirectly to the securities business.  
See instruction Cii.

Deductions in excess of \$100,000 require documentation

9) (i) Total interest and dividend expense (FOCUS Line 12 PART II Line 13 Code 4075 plus line 12 4 above but not in excess of total interest and dividend income

(ii) 40% of margin interest earned in customer securities accounts 40% of FOCUS Line 8 Code 4075

Enter the greater of the two

Total deductions

2d SIPC Net Operating Revenues

2e General Assessment @ 0025

\$ 3,451,286  
\$ 8,628.22

Page 1 of 2 A

## **BRIAN W. ANSON**

*Certified Public Accountant*

18425 Burbank Blvd., Suite 606, Tarzana, CA 91356 • Tel. (818) 401-8800 • Fax (818) 401-8818

### **Independent Accountant's Report on Applying Agreed – Upon Procedures Related to an Entity's SIPC Assessment Reconciliation.**

Board of Members,  
Peraza Capital and Investment, LLC  
Saint Petersburg, Florida

In accordance with Rule 17a-5 (e)(4) under the Securities Exchange Act of 1934, I have performed the procedures enumerated below with respect to the accompanying Scheduled of Assessment and Payments [General Assessment Reconciliation (Form SIPC-7)] to the Securities Investor Protection Corporation (SIPC) for the Year Ended December 31, 2012, which were agreed to by Peraza Capital and Investment, LLC and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., and SIPC, solely to assist you and the other specified parties in evaluating Peraza Capital and Investment, LLC's compliance with the applicable instructions of the General Assessment Reconciliation (Form SIPC-7). Peraza Capital and Investment, LLC's management is responsible for the Peraza Capital and Investment, LLC's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, I make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures I performed and my findings are as follows:

1. Compared the listed assessment payment in Form SIPC-7 with respective cash disbursement records entries from the cash disbursements journal and related bank statements and reconciliations, noting no differences;
2. Compared the amounts reported on the audited Form X-17a-5 for the year ended December 31, 2012, as applicable with the amounts reported in Form SIPC-7 for the year ended December 31, 2012 noting no differences;
3. Compared any adjustments reported in Form SIPC-7 with supporting schedules and working papers, such as clearing firms records supporting securities revenues, noting no differences;
4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the related schedules and working papers, such as revenues from third party support and bank records supporting the adjustments, noting no differences.

I was not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, I do not express such an opinion. Had I performed additional procedures, other matters might have come to my attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.



Brian W. Anson  
Certified Public Accountant  
Tarzana, California  
February 21, 2013

**BRIAN W. ANSON**

*Certified Public Accountant*

18425 Burbank Blvd., Suite 606, Tarzana, CA 91356 • Tel. (818) 401-8800 • Fax (818) 401-8818

**REPORT OF INDEPENDENT REGISTERED  
PUBLIC ACCOUNTANT ON  
INTERNAL CONTROL STRUCTURE  
REQUIRED BY SEC RULE 17A-5**

Board of Members,  
Peraza Capital and Investment, LLC  
Saint Petersburg, Florida

In planning and performing my audit of the financial statements of Peraza Capital and Investment, LLC for the year ended December 31, 2012 in accordance with auditing standards generally accepted in the United States of America, I considered its internal control structure, including control activities for safeguarding securities, in order to determine my auditing procedures for the purpose of expressing my opinion on the financial statements and not to provide assurance on the internal control structure. Accordingly, I do not express an opinion effectiveness of the Company's internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission, I have made a study of the practices and procedures including tests of such practices and procedures followed by Peraza Capital and Investment, LLC including test of compliance with such practices and procedures that I considered relevant to objectives stated in Rule 17a-5(g)(1) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, I did not review the practices and procedures followed by the Company in any of the following: (i) in making the quarterly securities examinations, counts, verifications and comparisons, (ii) recordation of differences required by Rule 17a-13, or (iii) in complying with the requirements for prompt payment for securities of Section 8 of Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining an internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of internal control structure policies and procedures and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the Commission's above mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit preparation of financial statements in conformity with generally accepted accounting principles. Rule 17-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Board of Members,  
Peraza Capital and Investment, LLC  
Page Two

Because of inherent limitations in internal control or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

My consideration of the internal control structure would not necessarily disclose all matters in the internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants and the Public Company Accounting Oversight Board (United States). A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, I noted no matters involving the internal control structure, including control activities for safeguarding securities, which I consider to be material weaknesses as defined above.

In addition, my consideration of the internal control structure indicated that the Company was in compliance with the conditions of the exemption under Paragraph (k) (2) (i) of Rule 15c3-3, and no facts came to my attention indicating that such conditions had not been complied with during the period. The scope of my engagement did not include the Anti Money Laundering provision of the U.S. Patriot Act.

I understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission to be adequate for its purpose in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on my study, I believe that the Company's practices and procedures were adequate at December 31, 2012 to meet the Commission's objectives.

This report is intended solely for the information and use of the board of directors, the Securities and Exchange Commission, and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

  
Brian W. Anson  
Certified Public Accountant  
Tarzana, California  
February 21, 2013